

EXHIBIT 1



Termsheet - Mugshots

Clearview AI
79 Madison Ave - 15th Fl
New York, NY 10016

July 30, 2019

TERM SHEET

This Term Sheet summarizes the principal terms of a proposed data purchase (the "Data") from Investigative Consultants, Inc. (the "Seller") to Clearview AI, Inc. a Delaware corporation.

DATASET

The fully complete and fully updated dataset of arrest information from all 50 states in the last 20 years up, including the name, photo and more data (see below) shall be delivered in the timeline of 11 weeks. Approximately 690 million arrest records and 390 million photos, fully joined, and quality tested will be delivered.

TERMS

- All prices are in **USD**
- **\$825,000** for the full data purchase.
- **\$45,000** for updates to the data (provided every 6 months, or at the schedule of Buyer's choosing, with the price locked in for 4 years)
- **\$48,000** of programming costs with Investigative Consultants, Inc., (ICI)
- Total cost: **\$918,000** *NB: Total Upfront cost is data + programming: \$873,000*
- The Buyer will not resell the entire data in bulk (i.e. in the format received) however the Buyer may sell for \$1.00 or freely transfer the data to an affiliate

or subsidiary directly or indirectly owned or controlled by any of the founders/directors of Buyer

- Arrest information may be delivered in either CSV or JSON or other usable format as requested by the Buyer.
- Arrest information includes (at minimum): **Name, State, Present and Past Address, SSN, DOB, Photo, Charges, Cell Phone or Home Phone, Email Address**
- All Arrest Information from 50 states will be provided.

PROCEDURE

- Money will be put into an escrow account upfront
- 6 weeks is given to procure both the separate image dataset and the records data ; with a complete delivery of no more than 15 weeks following payment into Escrow.
- Buyer, should receive the raw data, and do a check (1 week)
- 3 weeks is given to Investigative Consultants, Inc., (ICI) to join the data and do quality assurance, and money is drawn down.
- Buyer will then do another check of the joined data (1 week)

Assignment - Buyer may assign to related parties and affiliates.

Exclusivity - The Seller may not sell a similar dataset to any private company which offers facial recognition technology, biometrics or security services for 3 years.

Confidentiality - The existence and terms of this document and the fact that negotiations may be ongoing between the Seller and the Buyer shall not be disclosed by the Seller to any third party without the consent of Buyer, except to professional advisers or as may be required by law or regulation. This paragraph shall be legally binding on the parties hereto.

This Agreement shall be governed by the law of the state of New York applicable to contracts made in and performed entirely therein, and any controversy or claim arising out of or relating to this agreement shall be settled by arbitration before a single arbitrator in New York City, New York in accordance with the rules then obtaining of the American Arbitration Association

IN WITNESS WHEREOF THE BELOW PARTIES EXECUTE THIS AGREEMENT.

CONTRACTOR

Signature

By: Donald Marshall
Allan Berlin
Its: _____

Digitally signed by Donald Marshall Allan Berlin
DN: cn=Donald Marshall Allan Berlin,
o=Investigative Consultants, Inc., ou=Office of
the CEO, email=dberlin@icioffshore.com, c=US
Date: 2019.07.31 11:52:49 -04'00'
Adobe Acrobat DC version: 2015.006.30498

BUYER

Signature

By: Hoan
Its: CEO, Clearview AI, Inc